

The Honorable Karen A. Overstreet  
Chapter 11  
Hearing Location: Seattle  
Hearing Date: January 14, 2011 (on shortened time)  
Hearing Time: 11:00 a.m.

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE**

10	In re	Lead Case No. 10-18668-KAO
11	FREDERICK D. BERG,	(Administratively Consolidated with Case
12	Debtor	No. 10-23787-KAO)
13	In re	(Administratively Consolidated with Case
14	OREGON COACHWAYS, INC.	Nos. 10-23755-KAO, 10-23756-KAO,
15	Debtor	10-23757-KAO, 10-23759-KAO,
16	In re	10-23761-KAO)
17	MERIDIAN TRANSPORTATION RESOURCES, LLC, a Washington limited liability company,	DECLARATION OF DIANA K. CAREY REPORTING AUCTION RESULTS OF MTR ENTITIES
18	Debtor.	
19	In re	
20	MERIDIAN TRANSPORTATION RESOURCES (CALIFORNIA), LLC,	
21	Debtor	
22	In re	
23	MERIDIAN TRANSPORTATION RESOURCES (CANADA), Ltd.,	
24	Debtor	
25	In re	
26	MTR LEASING, LLC,	
27	Debtor	
28	In re	
	GEOGENIUS, LLC,	
	Debtor	

**DECLARATION OF DIANA K. CAREY REPORTING AUCTION  
RESULTS OF MTR ENTITIES - 1**  
#783941 v1 / 43835-001

*Law Offices*  
**KARR TUTTLE CAMPBELL**  
*A Professional Service Corporation*

1  
2 Diana K. Carey, makes the following declaration under penalty of perjury under the laws  
3 of the State of Washington and the United States of America:  
4

5 1. I am the duly appointed Chapter 11 Trustee for each of the above-captioned  
6 debtors: Meridian Transportation Resources, LLC, Meridian Transportation Resources  
7 (California), LLC, Meridian Transportation Resources (Canada), Ltd., MTR Leasing, LLC, and  
8 Geogenius, LLC (collectively the “**Debtors**” or “**MTR Entities**”). I am over the age of 18, I am  
9 competent to testify herein, and I make this declaration from my personal knowledge and records  
10 maintained in the course of the MTR Entities’ business operations.  
11

12 2. This Court previously approved the auction of substantially all of the assets of the  
13 MTR Entities, which was scheduled to be held on January 12, 2011 (the “**Auction**”). As  
14 evidenced by declarations on file, the Debtors’ counsel duly mailed notices of the Auction.  
15

16 3. After receipt of timely bid fees from two parties, GTO, LLC (“**Purchaser**”) was  
17 the only entity to submit a qualifying bid for substantially all of the assets of the MTR Entities.  
18 Purchaser’s bid was pursuant to the Amended and Restated Asset Purchase Agreement, dated  
19 December 15, 2010, as amended on January 10, 2011 (“**APA**”).  
20

21 4. I conferred with Mark Calvert, Chapter 11 Trustee in the Meridian Funds Cases  
22 and my counsel spoke with counsel for the Official Investor Committee in the Meridian Fund  
23 Cases (“**OIC**”) in those cases and their respective counsel regarding whether conducting the  
24 Auction as scheduled was necessary in light of the single bid. Both Mr. Calvert and the OIC  
25 agreed to cancelling the Auction and declaring Purchaser the Successful Bidder.  
26

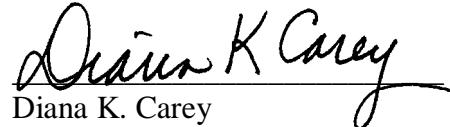
27 5. A copy of the APA has been filed with the Court, which provides the MTR  
28 Entities with a net of \$4,250,000 payable at Closing (subject to certain adjustments as set forth in

1 the APA), together with the delivery of a \$750,000 promissory note payable over a four year  
2 period in three installments of \$250,000 paid on the second, third, and fourth anniversaries of the  
3 Closing Date.

4       6. As no other bids we submitted, I declare the Purchaser to be the Successful  
5 Bidder having made the Successful Bid.

6       7. To the best of my knowledge, Purchaser is not related to the Debtors and the  
7 Debtors will retain no interest in the Acquired Assets after Closing.

8                     DATED this 12<sup>th</sup> day of January, 2011 at Seattle, Washington.

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10  
11                       
12                     Diana K. Carey